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玖龍紙業(控股)有限公司*

NINE DRAGONS PAPER (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2689)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of **Nine Dragons Paper (Holdings) Limited** (the “Company”) will be held at the Auditorium, 4/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 11 December 2015 immediately after the conclusion of the annual general meeting of the Company to be held at the same place at 2:30 p.m. on 11 December 2015 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

- 1) **“THAT** the grant of share options (the **“Share Options”**) to Ms. Cheung Yan (**“Ms. Cheung”**), the Chairlady, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 32,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the **“Shares”**) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the **“Share Option Scheme”**) and otherwise on such terms as stipulated in the offer letter to Ms. Cheung issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Ms. Cheung and the issue of such Shares upon the exercise of the Share Options by Ms. Cheung.”
- 2) **“THAT** the grant of share options (the **“Share Options”**) to Mr. Liu Ming Chung (**“Mr. Liu”**), the Deputy Chairman, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 30,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the **“Shares”**) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the **“Share Option Scheme”**) and otherwise on such terms as stipulated in the offer letter to Mr. Liu issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. Liu and the issue of such Shares upon the exercise of the Share Options by Mr. Liu.”

* *For identification purposes only*

- 3) “**THAT** the grant of share options (the “**Share Options**”) to Mr. Zhang Cheng Fei (“**Mr. Zhang**”), the Deputy Chief Executive Officer, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 30,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Zhang issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. Zhang and the issue of such Shares upon the exercise of the Share Options by Mr. Zhang.”
- 4) “**THAT** the grant of share options (the “**Share Options**”) to Mr. Lau Chun Shun (“**Mr. Lau**”), executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 30,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Lau issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. Lau and the issue of such Shares upon the exercise of the Share Options by Mr. Lau.”

By Order of the Board
Cheng Wai Chu, Judy
Company Secretary

Hong Kong, 27 October, 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*
Unit 1, 22/F
One Harbour Square
181 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority shall be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
3. To ascertain shareholder's eligibility to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Tuesday, 8 December 2015 to Friday, 11 December 2015, both dates inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the Special General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration before 4:30 p.m. on Monday, 7 December 2015.
4. Each of the resolutions set out in the notice will be voted by way of poll.
5. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force two hours before the time of the Meeting, shareholders are suggested to visit the Company's website at www.ndpaper.com or to contact the Company's share registrar by telephone on (852) 2980 1333 for arrangements of the Meeting.
6. The Chinese translation of this notice is for reference only. In the event of any inconsistency, the English version shall prevail.

As at the date of this notice, Ms. Cheung Yan, Mr. Liu Ming Chung, Mr. Zhang Cheng Fei, Mr. Lau Chun Shun and Mr. Zhang Yuanfu are executive Directors, and Ms. Tam Wai Chu, Maria, Mr. Ng Leung Sing and Dr. Cheng Chi Pang are independent non-executive Directors.